1st Technology LLC v. IQ-Ludorum, PLC, et al Doc. 37 Att. 5

EXHIBIT C

Dockets.Justia.com

INITIAL LIST OF MANAGERS OR MANAGING MEMBERS AND RESIDENT AGENT OF

FILE NUMBER
E0634012006-7

1st Technology LLC
(Name of Limited-Liability Company)

FOR THE FILING PERIOD OF August 2006 TO August 2007

The corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

Troy A. Wallin, Esq.
10080 W. Alta Drive, Ste. 200
Las Vegas, NV 89145

A FORM TO CHANGE RESIDENT AGENT INFORMATION CAN BE FOUND ON OUR WEBSITE: secretaryofstate.biz

Important: Read instructions before completing and returning this form.

THE ABOVE SPACE IS FOR OFFICE USE ONLY

☐ **Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to resident agent.)**

1. Print or type names and addresses, either residence or business, for all managers or managing members. A **Manager**, or if none, a **Managing Member** of the LLC must sign the form. *FORM WILL BE RETURNED IF UNSIGNED*
2. If there are additional managers or managing members, attach a list of them to this form.
3. Return the completed form with the $125.00 filing fee. A $75.00 penalty must be added for failure to file this form by the last day of first month following organization date.
4. Make your check payable to the Secretary of State. Your canceled check will constitute a certificate to transact business.
5. Ordering Copies: If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional $30.00 per certification. A copy fee of $2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
6. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, NV 89701-4201, (775) 684-5708.
7. Form must be in the possession of the Secretary of State on or before the last day of the first month following the initial registration date. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

FILING FEE: $125 00 LATE PENALTY : $75 00

NAME: Scott Lewis
(DOCUMENT WILL BE REJECTED IF TITLE NOT INDICATED) ☐ MANAGER ☒ MANAGING MEMBER
ADDRESS: 10080 W. Alta Drive, Ste. 200 CITY: Las Vegas ST: NV ZIP: 89145

NAME
(DOCUMENT WILL BE REJECTED IF TITLE NOT INDICATED) ☐ MANAGER ☐ MANAGING MEMBER
ADDRESS CITY ST ZIP

NAME
(DOCUMENT WILL BE REJECTED IF TITLE NOT INDICATED) ☐ MANAGER ☐ MANAGING MEMBER
ADDRESS CITY ST ZIP

NAME
(DOCUMENT WILL BE REJECTED IF TITLE NOT INDICATED) ☐ MANAGER ☐ MANAGING MEMBER
ADDRESS CITY ST ZIP

NAME
(DOCUMENT WILL BE REJECTED IF TITLE NOT INDICATED) ☐ MANAGER ☐ MANAGING MEMBER
ADDRESS CITY ST ZIP

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS 360.780 and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

Title: Managing Member Date

X Signature of Manager or Managing Member

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Articles of Conversion
(PURSUANT TO NRS 92A 205)
Page 1

Entity #
E0634012006-7
Document Number:
20060545664-08
Date Filed:
8/25/2006 12:30:51 PM
In the office of

Dean Heller
Secretary of State

ABOVE SPACE IS FOR ...

Articles of Conversion
(Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

1st Technology LLC
Name of constituent entity

California
Jurisdiction

limited-liability company
Entity type *

and,

1st Technology LLC
Name of resulting entity

Nevada
Jurisdiction

limited-liability company
Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

[X] The entire plan of conversion is attached to these articles.

[ ] The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.

[ ] The complete executed plan of conversion for the resulting domestic limited *partnership* is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Articles of Conversion
(PURSUANT TO NRS 92A.205)
Page 2

ABOVE SPACE IS FOR OFFICE USE ONLY

4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn: N/A

c/o:

5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240) * :

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or all the members if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a.: general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Ist Technology LLC
Name of *constituent* entity

Signature — Sole Managing Member (Title) — 8/16/06 (Date)

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. **This statement must be included within the resulting entity's' articles.**

Filing Fee $350.00

This form must be accompanied by appropriate fees.

ARTICLES OF CONVERSION

Pursuant to the provisions of Section 92A.005 *et seq.* of the Nevada Revised Statutes (the "NRS"), the undersigned Constituent Entity and Resulting Entity hereby certify as August 16, 2006 that the following Articles of Conversion (the "Articles of Conversion") have been adopted for the purpose of effecting a conversion of 1ST TECHNOLOGY LLC, a California limited-liability company (the "Constituent Entity") into 1ST TECHNOLOGY LLC, a Nevada limited-liability company (the "Resulting Entity"), in accordance with the provisions of the NRS.

1. The name and jurisdiction of organization of the Constituent Entity and Resulting Entity are as follows:

   (a) The name and jurisdiction of organization of the Constituent Entity is 1ST TECHNOLOGY LLC, which was organized as a California limited-liability company under the California Corporations Code on April 16, 2004.

   (b) The name and jurisdiction of organization of the Resulting Entity is 1ST TECHNOLOGY LLC, which shall be organized under the NRS and effective upon filing of the Articles of Conversion.

2. The undersigned declares that a plan of conversion has been adopted by the Constituent Entity in compliance with the California Corporations Code (the "California Code"), which is the governing law of the State of California, which is the jurisdiction of the Constituent Entity, and which permits the conversion of the Constituent Entity into the Resulting Entity pursuant to the Plan of Conversion.

3. The Entire Plan of Conversion is attached to the Articles of Conversion as Exhibit A.

4. Because the Resulting Entity shall be a Nevada limited-liability company, there is no need to provide the forwarding address where copies of process may be sent by the Secretary of State of Nevada, as otherwise required by NRS 92A.205(2)(c).

5. The Effective Date of the Articles of Conversion shall be the date they are received and filed by the Nevada Secretary of State.

6. Signatures—signed by the Managing Member of the Constituent Entity and the Resulting Entity.

"Constituent Entity"	"Resulting Entity"
1ST TECHNOLOGY LLC, a California limited-liability company	1ST TECHNOLOGY LLC, a Nevada limited-liability company
By: Scott Lewis Its: Managing Member	By: Scott Lewis Its: Managing Member

EXHIBIT A

PLAN OF CONVERSION
OF
1ST TECHNOLOGY LLC

RECITALS

WHEREAS, the sole Member of 1ST TECHNOLOGY LLC, a California limited-liability company (the "Constituent Entity"), has determined that it would be in the interests of the Members of the Company to convert the Company into a limited-liability company organized under and pursuant to the laws of the State of Nevada, including the Nevada Revised Statutes (the "NRS"), which shall be known as 1ST TECHNOLOGY LLC, a Nevada limited-liability company (the "Resulting Entity");

WHEREAS, applicable laws of the State of California, including the California Corporations Code (the "California Code"), authorize such conversion upon compliance with certain legal requirements within the California Code; and

WHEREAS, applicable laws of the State of Nevada, including the NRS, authorize such conversion upon compliance with certain legal requirements within the NRS.

NOW, THEREFORE, the following Plan of Conversion is adopted:

PLAN OF CONVERSION

1. The above recitals are hereby incorporated by reference.

2. The Plan of Conversion shall be consummated upon filing the Articles of Conversion with the Nevada Secretary of State, filing a Certificate of Conversion of the Constituent Entity with the California Secretary of State and approval by the sole Managing Member of the Constituent Entity and the Resulting Entity below, which approval shall be deemed to include approval of the following:

(a) Approval of the Plan of Conversion of the Constituent Entity and the Resulting Entity by the sole Managing Member of the Constituent Entity and the Resulting Entity.

(b) Approval of the Articles of Organization and Operating Agreement of the Resulting Entity by the sole Managing Member of the Resulting Entity.

(c) Approval of the execution and filing of the Articles of Organization of the Resulting Entity with the Nevada Secretary of State, a copy of which is attached hereto as Exhibit 1.

(d) Approval of the execution and filing of the Operating Agreement of the Resulting Entity with the Nevada Secretary of State, a copy of which is attached hereto as Exhibit 2.

(e) Approval of the execution and filing of a Certificate of Conversion of the Constituent Entity with the California Secretary of State, a copy of which is attached hereto as Exhibit 3.

2. The number and classes of membership units of the Resulting Entity upon the consummation of the Plan of Conversion shall be the same as the number and classes of membership units of the Constituent Entity immediately prior to consummation of the Plan of Conversion.

3. Each of the Members of the Constituent Entity shall receive the percentage interest in profits and capital of the Resulting Entity equal to such Member's percentage interest in profits and capital of the Constituent Entity immediately prior to consummation of the Plan of Conversion.

4. Each of the membership units of the same class of the Resulting Entity shall be treated equally with respect to any distribution of cash, property, rights, interests or securities of the Constituent Entity.

5. The existence of the Constituent Entity shall automatically terminate when its conversion into the Resulting Entity is consummated, and the Resulting Entity shall be considered the same business and corporate entity as the Constituent Entity. Any reference to the Constituent Entity in any third-party agreement or corporate document shall be considered a reference to the Resulting Entity if not inconsistent with the provisions of the corresponding third-party agreement or corporate document.

"Constituent Entity"

1ST TECHNOLOGY LLC,
a California limited-liability company

By: Scott Lewis
Its: Managing Member

"Resulting Entity"

1ST TECHNOLOGY LLC,
a Nevada limited-liability company

By: Scott Lewis
Its: Managing Member

SECRETARY OF STATE

STATE OF NEVADA

LIMITED LIABILITY COMPANY CHARTER

I, DEAN HELLER, the Nevada Secretary of State, do hereby certify that **1ST TECHNOLOGY LLC** did on August 25, 2006, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on August 28, 2006.

DEAN HELLER
Secretary of State

By
Certification Clerk

DEAN HELLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Articles Of Organization Limited-Liability Company

(PURSUANT TO NRS 86)

Entity #
E0634012006-7
Document Number:
20060545665-19

Date Filed:
8/25/2006 12:30:51 PM
In the office of
[signature]
Dean Heller
Secretary of State

ABOVE SPACE IS FO

1. Name of Limited-Liability Company

1st Technology LLC

Check box if a Series Limited-Liability Company ☐

2. Resident Agent Name and Street Address: (must be a Nevada address where process may be served)

Troy A. Wallin, Esq.
Name
10080 W. Alta Drive, Ste. 200 — Las Vegas — NEVADA 89145
Physical Street Address — City — Zip Code

Additional Mailing Address — City — State — Zip Code

3. Dissolution Date: (OPTIONAL-see instructions)

Latest date upon which the company is to dissolve (if existence is not perpetual):

4. Management: (check one)

Company shall be managed by ☐ Manager(s) OR ☒ Members

5. Names Addresses, of Manager(s) or Members: (attach additional pages as necessary)

Scott Lewis
Name
10080 W. Alta Drive, Ste. 200 — Las Vegas — NV 89145
Address — City — State — Zip Code

Name

Address — City — State — Zip Code

Name

Address — City — State — Zip Code

6. Names, Addresses and Signatures of Organizers (if more than one organizer, attach additional page)

Troy A. Wallin, Esq. — [signature]
Name — Signature
10080 W. Alta Drive, Ste. 200 — Las Vegas — NV 89145
Address — City — State — Zip Code

7. Certificate of Acceptance of Appointment of Resident Agent:

I hereby accept appointment as Resident Agent for the above named limited-liability company.

[signature]
Authorized Signature of R.A. or On Behalf of R.A. Company — Date 8/25/06

This form must be accompanied by appropriate fees.

Nevada Secretary of State Form LLC ARTS 2005
Revised on 12/19/05

Reset

EXHIBIT 1

**ARTICLES OF ORGNAIZATION
OF
1ST TECHNOLOGY LLC**

ARTICLE I

SECTION 1.1 NAME OF LIMITED-LIABILITY COMPANY. The name of the limited-liability company is 1ST TECHNOLOGY LLC (the "Company").

ARTICLE II

SECTION 2.1 AGENT FOR SERVICE OF PROCESS. The name and address of the resident agent for service of process is TROY A. WALLIN of HUTCHISON & STEFFEN, LLC, located at 10080 West Alta Drive, Suite 200, Las Vegas, Nevada 89145. The Company may maintain an office, or offices within or without the State of Nevada as may from time to time be designated by the Manager, or by the Operating Agreement of the Company, and may conduct all company business of every kind and nature, including the holding of all meetings of Members and Manager outside the State of Nevada as well as within the State of Nevada.

SECTION 2.2 ORGANIZER. The name and address of the organizer is:

Name	Address
Troy A. Wallin	HUTCHISON & STEFFEN, LLC 10080 West Alta Drive, Suite 200 Las Vegas, Nevada 89145

ARTICLE III

SECTION 3.1 COMPANY PURPOSE. The purpose or purposes for which the Company is organized are:

To engage, without qualification, in any lawful act or activity for which limited-liability companies may be organized under the laws of the State of Nevada.

ARTICLE IV

SECTION 4.1 MEMBERSHIP UNITS. The total number of membership units the Company is authorized to issue shall be One Million (1,000,000) units, par value of $0.001 per unit, all of which units shall be of a single class.

SECTION 4.2 VOTING POWER FOR HOLDERS OF MEMBERSHIP UNITS. Except as otherwise provided in these Articles of Organization, each holder of membership units shall be entitled to one (1) vote for each membership unit held by him or her on all matters submitted to members for a vote.

ARTICLE V

SECTION 5.1 MANAGEMENT. The Company shall be managed by a manager or managers, who shall be elected by the members in a manner prescribed in the Operating Agreement of the Company. The manager and such other persons or officers as the members may designate in the Operating Agreement of the Company, shall have the right and authority to incur any debt, obligation or liability on behalf of, and in the name of, the Company. The manager and such other persons or officers as the members may designate in the Operating Agreement of the Company, shall hold the offices and have the responsibilities accorded to him or her by the members in the Operating Agreement. The number of managers of the Company may be increased or decreased from time to time in the manner prescribed in the Operating Agreement of the Company. The name and address of the person who is to serve as the initial manager until his successor is duly elected and qualified, is:

Name	Address
SCOTT LEWIS	10080 West Alta Drive Suite 200 Las Vegas, Nevada 89145

ARTICLE VI

SECTION 6.1 PRE-EMPTIVE RIGHTS. No membership unit holder shall be entitled as a matter of right to subscribe for or receive additional membership units of any class of membership units of the Company, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into membership units, but such additional membership units or other securities convertible into membership units may be issued or disposed of by the manager or managers to such persons and on such terms as in his discretion he shall deem advisable.

ARTICLE VII

SECTION 7.1 EXISTENCE. Except as otherwise provided in the Operating Agreement of the Company in effect from time to time, the Company is to have perpetual existence.

ARTICLE VIII

SECTION 8.1 OPERATING AGREEMENT. The members of the Company shall adopt a written operating agreement ("Operating Agreement"), which Operating Agreement shall govern the affairs of the Company and the conduct of its business. The Operating Agreement may, from time to time, be repealed, amended or altered in the manner set forth in the Operating Agreement of the Company.

ARTICLE IX

SECTION 9.1 AMENDMENT OF ARTICLES OF ORGANIZATION. The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in a manner now or hereafter prescribed by statute, or by the Articles of Organization, and all rights conferred upon membership unit holders are granted subject to this reservation.

ARTICLE X

SECTION 10.1 METINGS OF MEMBERSHIP UNIT HOLDERS. Meetings of the membership unit holders may be held at such place within or outside the State of Nevada, only as necessary pursuant to the terms of the Operating Agreement. The books of the Company may be kept (subject to any provision contained in the Nevada Revised Statutes) outside the State of Nevada at such place or places as may be designated from time to time by the manager or managers or in the Operating Agreement of the Company.

ARTICLE XI

SECTION 11.1 LIABILITY AND INDEMNIFICATION. Unless otherwise provided by an agreement signed by the member to be charged, no member of the Company is individually liable for the debts or liabilities of the Company. The Company may indemnify any member, manager, officer, employee or agent of the Company to the fullest extent allowed by law.

IN WITNESS WHEREOF, the undersigned party set forth his hand this 18th day of August, 2006.

By: Troy A. Wallin
Its: Organizer

**CERTIFICATE OF ACCEPTANCE
OF
APPOINTMENT AS RESIDENT AGENT
OF
1ST TECHNOLOGY LLC**

In the matter of 1ST TECHNOLOGY LLC, a Nevada limited-liability company, TROY A. WALLIN of HUTCHISON & STEFFEN, LLC, with the address at 10080 West Alta Drive, Suite 200, Las Vegas, Nevada 89145, County of Clark, State of Nevada, hereby accepts the appointment as Resident Agent of the above-entitled Company in accordance with the NRS. Furthermore, that the registered office in Nevada is located at the same address.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of August, 2006, for the above-named business entity.

HUTCHISON & STEFFEN, LLC

[signature]

Troy A. Wallin
For the Firm